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AAPL FORM 640DS 1089

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**MODEL FORM RECORDING SUPPLEMENT TO
OPERATING AGREEMENT AND FINANCING STATEMENT****L0551327**SCHWARZ UNIT
A Fernandes Survey, A-506
Tarrant County, TexasElectronically Recorded
Chesapeake Operating, Inc.

THIS AGREEMENT, entered into by and between Chesapeake Exploration, L.L.C., hereinafter referred to as "Operator," and Total E&P USA, Inc., the signatory party or parties other than Operator, hereinafter referred to individually as "Non-Operator," and collectively as "Non-Operators."

WHEREAS, the parties to this agreement are owners of Oil and Gas Leases and/or Oil and Gas Interests in the land identified in Exhibit "A" (said land, Leases and Interests being hereinafter called the "Contract Area"), and in any instance in which the Leases or Interests of a party are not of record, the record owner and the party hereto that owns the interest or rights therein are reflected on Exhibit "A";

WHEREAS, the parties hereto have executed an Operating Agreement dated January 25, 2010 (herein the "Operating Agreement"), covering the Contract Area for the purpose of exploring and developing such lands, Leases and Interests for Oil and Gas; and

WHEREAS, the parties hereto have executed this agreement for the purpose of imparting notice to all persons of the rights and obligations of the parties under the Operating Agreement and for the further purpose of perfecting those rights capable of perfection.

NOW, THEREFORE, in consideration of the mutual rights and obligations of the parties hereto, it is agreed as follows:

1. This agreement supplements the Operating Agreement, which Agreement in its entirety is incorporated herein by reference, and all terms used herein shall have the meaning ascribed to them in the Operating Agreement.
2. The parties do hereby agree that:
 - A. The Oil and Gas Leases and/or Oil and Gas Interests of the parties comprising the Contract Area shall be subject to and burdened with the terms and provisions of this agreement and the Operating Agreement, and the parties do hereby commit such Leases and Interests to the performance thereof.
 - B. The exploration and development of the Contract Area for Oil and Gas shall be governed by the terms and provisions of the Operating Agreement, as supplemented by this agreement.
 - C. All costs and liabilities incurred in operations under this agreement and the Operating Agreement shall be borne and paid, and all equipment and materials acquired in operations on the Contract Area shall be owned, by the parties hereto, as provided in the Operating Agreement.
 - D. Regardless of the record title ownership to the Oil and Gas Leases and/or Oil and Gas Interests identified on Exhibit "A," all production of Oil and Gas from the Contract Area shall be owned by the parties as provided in the Operating Agreement; provided nothing contained in this agreement shall be deemed an assignment or cross-assignment of interests covered hereby.
 - E. Each party shall pay or deliver, or cause to be paid or delivered, all burdens on its share of the production from the Contract Area as provided in the Operating Agreement.
 - F. An overriding royalty, production payment, net profits interest or other burden payable out of production hereafter created, assignments of production given as security for the payment of money and those overriding royalties, production payments and other burdens payable out of production heretofore created and defined as Subsequently Created Interests in the Operating Agreement shall be (i) borne solely by the party whose interest is burdened therewith, (ii) subject to suspension if a party is required to assign or relinquish to another party an interest which is subject to such burden, and (iii) subject to the lien and security interest hereinafter provided if the party subject to such burden fails to pay its share of expenses chargeable hereunder and under the Operating Agreement, all upon the terms and provisions and in the times and manner provided by the Operating Agreement.
 - G. The Oil and Gas Leases and/or Oil and Gas Interests which are subject hereto may not be assigned or transferred except in accordance with those terms, provisions and restrictions in the Operating Agreement regulating such transfers.

This agreement and the Operating Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, devisees, legal representatives, and assigns, and the terms hereof shall be deemed to run with the leases or interests included within the lease Contract Area.

- H. The parties shall have the right to acquire an interest in renewal, extension and replacement leases, leases proposed to be surrendered, wells proposed to be abandoned, and interests to be relinquished as a result of non-participation in subsequent operations, all in accordance with the terms and provisions of the Operating Agreement.
 - I. The rights and obligations of the parties and the adjustment of interests among them in the event of a failure or loss of title, each party's right to propose operations, obligations with respect to participation in operations on the Contract Area and the consequences of a failure to participate in operations, the rights and obligations of the parties regarding the marketing of production, and the rights and remedies of the parties for failure to comply with financial obligations shall be as provided in the Operating Agreement.
 - J. Each party's interest under this agreement and under the Operating Agreement shall be subject to relinquishment for its failure to participate in subsequent operations and each party's share of production and costs shall be reallocated on the basis of such relinquishment, all upon the terms and provisions provided in the Operating Agreement.
 - K. All other matters with respect to exploration and development of the Contract Area and the ownership and transfer of the Oil and Gas Leases and/or Oil and Gas Interest therein shall be governed by the terms and provisions of the Operating Agreement.
3. The parties hereby grant reciprocal liens and security interests as follows:
 - A. Each party grants to the other parties hereto a lien upon any interest it now owns or hereafter acquires in Oil and Gas Leases and Oil and Gas Interests in the Contract Area, and a security interest and/or purchase money security interest in any interest it now owns or hereafter acquires in the personal property and fixtures on or used or obtained for use in connection therewith, to secure performance of all of its obligations under this agreement and the Operating Agreement including but not limited to payment of expense, interest and fees, the proper disbursement of all monies paid under this agreement and the Operating Agreement, the assignment or relinquishment of interest in Oil and Gas Leases as required under this agreement and the Operating Agreement, and the proper performance of operations under this agreement and the Operating Agreement. Such lien and security interest granted by each party hereto shall include such party's leasehold interests, working interests, operating rights, and royalty and overriding royalty interests in the Contract Area now owned or hereafter acquired and in lands pooled or unitized therewith or otherwise becoming subject to this agreement and the Operating Agreement, the Oil and Gas when extracted therefrom and equipment situated thereon or used or obtained for use in connection therewith (including, without limitation, all wells, tools, and tubular goods), and accounts (including, without limitation, accounts arising from the sale of production at the wellhead), contract rights, inventory and general intangibles relating thereto or arising therefrom, and all proceeds and products of the foregoing.

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- B. Each party represents and warrants to the other parties hereto that the lien and security interest granted by such party to the other parties shall be a first and prior lien, and each party hereby agrees to maintain the priority of said lien and security interest against all persons acquiring an interest in Oil and Gas Leases and Interests covered by this agreement and the Operating Agreement by, through or under such party. All parties acquiring an interest in Oil and Gas Leases and Oil and Gas Interests covered by this agreement and the Operating Agreement, whether by assignment, merger, mortgage, operation of law, or otherwise, shall be deemed to have taken subject to the lien and security interest granted by the Operating Agreement and this instrument as to all obligations attributable to such interest under this agreement and the Operating Agreement whether or not such obligations arise before or after such interest is acquired.
 - C. To the extent that the parties have a security interest under the Uniform Commercial Code of the state in which the Contract Area is situated, they shall be entitled to exercise the rights and remedies of a secured party under the Code. The bringing of a suit and the obtaining of judgment by a party for the secured indebtedness shall not be deemed an election of remedies or otherwise affect the lien rights or security interest as security for the payment thereof. In addition, upon default by any party in the payment of its share of expenses, interest or fees, or upon the improper use of funds by the Operator, the other parties shall have the right, without prejudice to other rights or remedies, to collect from the purchaser the proceeds from the sale of such defaulting party's share of Oil and Gas until the amount owed by such party, plus interest, has been received, and shall have the right to offset the amount owed against the proceeds from the sale of such defaulting party's share of Oil and Gas. All purchasers of production may rely on a notification of default from the non-defaulting party or parties stating the amount due as a result of the default, and all parties waive any recourse available against purchasers for releasing production proceeds as provided in this paragraph.
 - D. If any party fails to pay its share of expenses within one hundred-twenty (120) days after rendition of a statement therefor by Operator the non-defaulting parties, including Operator, shall, upon request by Operator, pay the unpaid amount in the proportion that the interest of each such party bears to the interest of all such parties. The amount paid by each party so paying its share of the unpaid amount shall be secured by the liens and security rights described in this paragraph 3 and in the Operating Agreement, and each paying party may independently pursue any remedy available under the Operating Agreement or otherwise.
 - E. If any party does not perform all of its obligations under this agreement or the Operating Agreement, and the failure to perform subjects such party to foreclosure or execution proceedings pursuant to the provisions of this agreement or the Operating Agreement, to the extent allowed by governing law, the defaulting party waives any available right of redemption from and after the date of judgment, any required valuation or appraisal of the mortgaged or secured property prior to sale, any available right to stay execution or to require a marshalling of assets and any required bond in the event a receiver is appointed. In addition, to the extent permitted by applicable law, each party hereby grants to the other parties a power of sale as to any property that is subject to the lien and security rights granted hereunder or under the Operating Agreement, such power to be exercised in the manner provided by applicable law or otherwise in a commercially reasonable manner and upon reasonable notice.
 - F. The lien and security interest granted in this paragraph 3 supplements identical rights granted under the Operating Agreement.
 - G. To the extent permitted by applicable law, Non-Operators agree that Operator may invoke or utilize the mechanics' or materialmen's lien law of the state in which the Contract Area is situated in order to secure the payment to Operator of any sum due under this agreement and the Operating Agreement for services performed or materials supplied by Operator.
 - H. The above described security will be financed at the wellhead of the well or wells located on the Contract Area and this Recording Supplement may be filed in the land records in the County or Parish in which the Contract Area is located, and as a financing statement in all recording offices required under the Uniform Commercial Code or other applicable state statutes to perfect the above-described security interest, and any party hereto may file a continuation statement as necessary under the Uniform Commercial Code, or other state laws.
4. This agreement shall be effective as of the date of the Operating Agreement as above recited. Upon termination of this agreement and the Operating Agreement and the satisfaction of all obligations thereunder, Operator is authorized to file of record in all necessary recording offices a notice of termination, and each party hereto agrees to execute such a notice of termination as to Operator's interest, upon the request of Operator, if Operator has complied with all of its financial obligations.
 5. This agreement and the Operating Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, devisees, legal representatives, successors and assigns. No sale, encumbrance, transfer or other disposition shall be made by any party of any interest in the Leases or Interests subject hereto except as expressly permitted under the Operating Agreement and, if permitted, shall be made expressly subject to this agreement and the Operating Agreement and without prejudice to the rights of the other parties. If the transfer is permitted, the assignee of an ownership interest in any Oil and Gas Lease shall be deemed a party to this agreement and the Operating Agreement as to the interest assigned from and after the effective date of the transfer of ownership; provided, however, that the other parties shall not be required to recognize any such sale, encumbrance, transfer or other disposition for any purpose hereunder until thirty (30) days after they have received a copy of the instrument of transfer or other satisfactory evidence thereof in writing from the transferor or transferee. No assignment or other disposition of interest by a party shall relieve such party of obligations previously incurred by such party under this agreement or the Operating Agreement with respect to the interest transferred, including without limitation the obligation of a party to pay all costs attributable to an operation conducted under this agreement and the Operating Agreement in which such party has agreed to participate prior to making such assignment, and the lien and security interest granted by Article VII.B. of the Operating Agreement and hereby shall continue to burden the interest transferred to secure payment of any such obligations.
 6. In the event of a conflict between the terms and provisions of this agreement and the terms and provisions of the Operating Agreement, then, as between the parties, the terms and provisions of the Operating Agreement shall control.
 7. This agreement shall be binding upon each Non-Operator when this agreement or a counterpart thereof has been executed by such Non-Operator and Operator notwithstanding that this agreement is not then or thereafter executed by all of the parties to which it is tendered or which are listed on Exhibit "A" as owning an interest in the Contract Area or which own, in fact, an interest in the Contract Area. In the event that any provision herein is illegal or unenforceable, the remaining provisions shall not be affected, and shall be enforced as if the illegal or unenforceable provision did not appear herein.
 8. Other provisions.
None.

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DAVID BROOKS, who has prepared and circulated this form for execution, represents and warrants that the form was printed from and, with the exception(s) listed below, is identical to the AAPL Form 610RS-1989 Model Form Recording Supplement to Operating Agreement and Financing Statement, as published in computerized form by Forms On-A-Disk, Inc. No changes, alterations, or modifications, other than those made by strikethrough and/or insertion and that are clearly recognizable as changes in Articles NONE, have been made to the form.

IN WITNESS WHEREOF, this agreement shall be effective as of the 15th day of July, 2010.

ATTEST OR WITNESS

OPERATOR

Chesapeake Exploration, L.L.C.

By: Henry J. Hood *KS*Title: Sr. Vice President – Land and Legal & General CounselDate: July 15, 2010Address: P.O. Box 18496, Oklahoma City, OK 73118

NON-OPERATORS

ATTEST OR WITNESS

Total E&P USA, Inc.

By: ~~Dawn R. Lammie~~Eric Bonnin, Vice PresidentBusiness Development & StrategyTitle: ~~General Counsel & Director of Governmental Affairs~~Date: 7-26-2010Address: 1201 Louisiana, Houston, TX 77002

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ACKNOWLEDGMENTS

NOTE:

The following forms of acknowledgment are the short forms approved by the Uniform Law on Notarial Acts. The validity and effect of these forms in any state will depend upon the statutes of that state.

Acknowledgment in Representative Capacity

State of OKLAHOMA §

§ ss.

County of OKLAHOMA §

This instrument was acknowledged before me on July 15, 2010, by Henry J. Hood as
Sr. Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C.

(Seal, if any)



Lauren Elliott
 Name: Lauren Elliott
 My commission expires: May 15, 2011

Acknowledgment in Representative Capacity

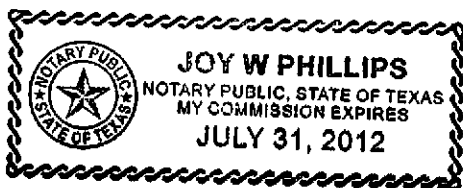
State of TEXAS §

§ ss.

County of HARRIS §

This instrument was acknowledged before me on July 26, 2010, by Eric Bonnin as
General Counsel & Director of Governmental Affairs of Total E&P USA, Inc.
Vice President, Business Development & Strategy

(Seal, if any)



Joy W Phillips
 Name: _____
 My commission expires: _____

EXHIBIT "A"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

1. Contract Area: The Contract Area is the Unit shown on Exhibit "A-1" attached hereto.
The Leases subject to this Operating Agreement are listed on Exhibit "A-2" attached hereto.

2. Restrictions as to depths and formations: None.

3. Interests of Parties:

<u>Owner</u>	<u>Working Interest</u>
Chesapeake Exploration, L.L.C. P. O. Box 18496 Oklahoma City, Oklahoma 73154-0496 Attention: Henry J. Hood	75.000000%
Total E&P USA, Inc. 1201 Louisiana, Suite 1800 Houston, TX 77002 Attention: Eric Bonnin	25.000000%
TOTAL	100.000000%

EXHIBIT "A-1"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The below metes and bounds description of the Contract Area shall be subject to revision to conform with the Declaration of Pooled Unit and any amendment thereto.

Being 422.728 acres of land more or less located in the B. Pool Survey, Abstract No. 1243, J. Click Survey, Abstract No. 287, M. H. Toler Survey, Abstract No. 1547, A. Ferandes Survey, Abstract No. 506, Tarrant County, Texas. Said 422.728 acres of land being more particularly described as follows:

Point of Commencement located at the approximate most easterly northeast corner of the A. Ferandes Survey, Abstract No. 506, thence South 49 degrees 22 minutes 58 seconds East 40.09 feet to the POINT OF BEGINNING;

Thence North 00 degrees 00 minutes 36 seconds East 545.81 feet to a ½" iron rod;

Thence South 89 degrees 27 minutes 48 seconds East 644.10 feet to a point;

Thence North 00 degrees 40 minutes 00 seconds East 89.40 feet to a ½" iron rod;

Thence South 89 degrees 25 minutes 05 seconds East 492.94 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 139.97 feet to a point;

Thence South 89 degrees 19 minutes 38 seconds East 176.96 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 145.00 feet to a point;

Thence South 89 degrees 18 minutes 40 seconds East 104.94 feet to a point, also being the beginning of a curve to the left with a radius of 400.00 feet, and a chord bearing and distance of South 04 degrees 59 minutes 36 seconds West 60.27 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 127.10 feet to a point;

Thence South 89 degrees 19 minutes 38 seconds East 143.00 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 130.00 feet to a point;

Thence South 89 degrees 19 minutes 38 seconds East 143.00 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 187.00 feet to a point;

Thence South 89 degrees 19 minutes 38 seconds East 151.60 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 227.80 feet to a point;

Thence South 79 degrees 23 minutes 38 seconds East 161.50 feet to a point, also being the beginning of a curve to the right with a radius of 613.48 feet, and a chord bearing and distance of South 08 degrees 19 minutes 46 seconds West 47.35 feet to a point;

Thence South 84 degrees 25 minutes 38 seconds East 142.75 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 195.72 feet to a point;

Thence South 89 degrees 19 minutes 38 seconds East 145.00 feet to a point;

Thence South 00 degrees 40 minutes 22 seconds West 175.20 feet to a point;

Thence South 89 degrees 20 minutes 47 seconds East 114.27 feet to a point;

Thence South 02 degrees 34 minutes 13 seconds West 111.81 feet to a point;

Thence South 87 degrees 25 minutes 47 seconds East 145.00 feet to a point;

Thence South 02 degrees 34 minutes 13 seconds West 70.00 feet to a point;

Thence South 38 degrees 25 minutes 28 seconds East 555.01 feet to a point;

Thence South 00 degrees 12 minutes 39 seconds West 110.00 feet to a point;

Thence South 89 degrees 15 minutes 21 seconds East 141.72 feet to a point;

Thence South 00 degrees 44 minutes 39 seconds West 110.00 feet to a point;

Thence South 89 degrees 15 minutes 21 seconds East 145.00 feet to a point;
Thence South 00 degrees 44 minutes 39 seconds West 180.00 feet to a point;

Thence South 89 degrees 15 minutes 21 seconds East 112.50 feet to a point;
Thence South 00 degrees 44 minutes 39 seconds West 140.20 feet to a point;
Thence South 89 degrees 10 minutes 41 seconds East 89.32 feet to a point;
Thence South 41 degrees 38 minutes 12 seconds East 583.47 feet to a 5/8" iron rod;
Thence South 00 degrees 27 minutes 41 seconds West 50.98 feet to a point;
Thence South 89 degrees 32 minutes 19 seconds East 63.03 feet to a point;
Thence South 00 degrees 26 minutes 29 seconds West 48.94 feet to a 1/2" iron rod with cap;
Thence North 89 degrees 30 minutes 59 seconds West 2086.95 feet to a point;
Thence South 89 degrees 50 minutes 15 seconds West 67.92 feet to a point;
Thence South 00 degrees 00 minutes 42 seconds East 4.44 feet to a point;
Thence North 89 degrees 39 minutes 08 seconds West 707.44 feet to a point;
Thence South 00 degrees 24 minutes 21 seconds West 1478.63 feet to a point;
Thence North 89 degrees 52 minutes 20 seconds West 1250.30 feet to a point;
Thence North 89 degrees 32 minutes 21 seconds West 51.11 feet to a point;
Thence North 00 degrees 27 minutes 39 seconds East 518.73 feet to a point;
Thence North 89 degrees 09 minutes 31 seconds West 376.21 feet to a point;
Thence South 89 degrees 31 minutes 22 seconds West 80.12 feet to a 5/8" iron rod;
Thence North 00 degrees 59 minutes 32 seconds West 68.28 feet to a point;
Thence South 89 degrees 33 minutes 40 seconds West 304.03 feet to a 1/2" iron rod;
Thence South 89 degrees 34 minutes 02 seconds West 875.66 feet to a 1/2" iron rod;
Thence South 01 degrees 44 minutes 28 seconds West 67.58 feet to a 1" iron rod;
Thence South 89 degrees 52 minutes 23 seconds West 406.92 feet to a point;
Thence North 58 degrees 05 minutes 17 seconds West 25.17 feet to a point;
Thence North 01 degrees 04 minutes 51 seconds West 296.03 feet to a point;
Thence South 89 degrees 49 minutes 04 seconds West 5.38 feet to a point;
Thence North 00 degrees 04 minutes 08 seconds West 306.51 feet to a point;
Thence North 89 degrees 51 minutes 56 seconds West 186.20 feet to a point;
Thence North 00 degrees 35 minutes 05 seconds East 496.82 feet to a point;
Thence North 89 degrees 51 minutes 19 seconds West 45.14 feet to a point;
Thence North 00 degrees 08 minutes 53 seconds East 2344.02 feet to a point;
Thence North 70 degrees 54 minutes 27 seconds East 170.04 feet to an iron rod with cap;
Thence North 89 degrees 58 minutes 26 seconds East 1616.46 feet to an iron rod with cap;
Thence North 89 degrees 53 minutes 53 seconds East 60.00 feet to a point;

Thence North 89 degrees 53 minutes 18 seconds East 827.83 feet to the POINT OF BEGINNING,
containing 422.728 acres of land more or less.

End of Exhibit "A-1"

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The following leases are included in the Contract Area insofar and only insofar as each oil and gas lease covers land within the Unit described on Exhibit A-1.

CHK Number	LESSOR	Lessee	Lease Date	Document
MD0001876-000	SCHWARZ & MYERS REALTY, ET AL	MC MINERAL COMPANY, LLC	1/16/2008	D208091728
TX4571148-000	BILLY C & ALFREDA R MAJOR	KERR ENERGY, LLC	7/21/2007	D207267179
TX4571993-000	MIKE & KYNDA RATCLIFF	TIERRA RESOURCES, LLC	1/27/2008	D208037501
TX4571994-000	SHARON & GARY AKINS	TIERRA RESOURCES, LLC	11/20/2007	D207424834
TX4572009-000	CHERYL & SCOTT BENDER	TIERRA RESOURCES, LLC	11/14/2007	D207424829
TX4572228-000	MARY V BLACK CARROLL	KERR ENERGY, LLC	7/20/2007	D207332165
TX4572719-000	CALVARY BAPTIST CHURCH	CHESAPEAKE EXPLORATION, LLC	8/2/2007	D207407512
TX4572719-000	CALVARY BAPTIST CHURCH	CHESAPEAKE EXPLORATION, LLC	8/2/2007	D207407512
TX4572722-000	JOHN W & RENA F HENDRICKS	CHESAPEAKE EXPLORATION, LLC	7/19/2007	D207407513
TX4572723-000	BILLY C & IRMA R JOHNSON	CHESAPEAKE EXPLORATION, LLC	7/26/2007	D207407511
TX4572724-000	LINNIE C & LINDA JOHNSON	CHESAPEAKE EXPLORATION, LLC	7/26/2007	D207407510
TX4572965-000	RANDY & KAREN WILLIAMS	TIERRA RESOURCES, LLC	11/16/2007	D207424837
TX4572966-000	JANICE & GLENN CORNWELL	TIERRA RESOURCES, LLC	11/13/2007	D207424824
TX4573001-000	MICHEL O & REGINA K HANSON	KERR ENERGY, LLC	8/22/2007	D207332162
TX4573002-000	TERRY & VIRGINIA REYNOLDS	KERR ENERGY, LLC	8/23/2007	D207334347
TX4573002-000	TERRY & VIRGINIA REYNOLDS	KERR ENERGY, LLC	8/23/2007	D207334347
TX4573008-000	BRIAN BARTOLOWITS	KERR ENERGY, LLC	8/7/2007	D207332170
TX4573009-000	VIVIAN BAILEY	KERR ENERGY, LLC	8/13/2007	D207332171
TX4573689-000	AARON K & AMBER K PISTOKACHE	LV OIL AND GAS CORPORATION	9/12/2007	D207349025
TX4573691-000	ALAN B & ROCHELLE L CUNNINGHAM	LV OIL AND GAS CORPORATION	9/13/2007	D207349045
TX4573696-000	ALVIN A & KAREN K KLING	LV OIL AND GAS CORPORATION	8/22/2007	D207326384
TX4573697-000	ANDREW L & VIRGINIA A DAVIS	LV OIL AND GAS CORPORATION	8/24/2007	D207334511

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The following leases are included in the Contract Area insofar and only insofar as each oil and gas lease covers land within the Unit described on Exhibit A-1.

CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573698-000	ANGLELA M GARCIA	LV OIL AND GAS CORPORATION	9/13/2007	D207349321
TX4573699-000	ANITA JEAN INGRAM	LV OIL AND GAS CORPORATION	9/10/2007	D207349504
TX4573701-000	ANN WOOLEY	LV OIL AND GAS CORPORATION	7/31/2007	D207294327
TX4573704-000	ARLIE E & CYNTHIA K ELLIS	LV OIL AND GAS CORPORATION	7/9/2007	D207291075
TX4573705-000	ARNOLD THOMAS & BONNIE TWOREK	LV OIL AND GAS CORPORATION	7/31/2007	D207285830
TX4573706-000	ARTHUR & WANDA WINTERS STICE	LV OIL AND GAS CORPORATION	7/19/2007	D207285833
TX4573707-000	AURORA M MASTER	LV OIL AND GAS CORPORATION	9/20/2007	D207349497
TX4573708-000	BARBARA ANN KELLY NORRELL	LV OIL AND GAS CORPORATION	7/16/2007	D207285860
TX4573710-000	BARBARA JO TEAGUE HOWELL	LV OIL AND GAS CORPORATION	7/28/2007	D207293753
TX4573711-000	BARBARA K ABEL	LV OIL AND GAS CORPORATION	8/4/2007	D207294224
TX4573716-000	BEAU M & EILEEN YARBOROUGH	LV OIL AND GAS CORPORATION	8/29/2007	D207349664
TX4573717-000	BENJAMIN WADE CHILDS	LV OIL AND GAS CORPORATION	7/11/2007	D207285847
TX4573719-000	BETTE V TAYLOR	LV OIL AND GAS CORPORATION	7/21/2007	D207285831
TX4573721-000	BETTY SWEET	LV OIL AND GAS CORPORATION	8/6/2007	D207294234
TX4573726-000	BILLY D & PATRICIA A JONES	LV OIL AND GAS CORPORATION	8/31/2007	D207349505
TX4573729-000	BILLY RAY SHUTTER	LV OIL AND GAS CORPORATION	8/27/2007	D207349624
TX4573731-000	BOBBIE JEANNE NOAH	LV OIL AND GAS CORPORATION	7/30/2007	D207293701
TX4573732-000	BOBBY AUBERRY	LV OIL AND GAS CORPORATION	7/20/2007	D207293825
TX4573734-000	BOBBY DALE & RUTH MAE FOWLER	LV OIL AND GAS CORPORATION	7/5/2007	D207291114
TX4573735-000	BOBBY L & BETH B JOHNSON	LV OIL AND GAS CORPORATION	7/2/2007	D207285871
TX4573737-000	BONNIE LUE MCKNIGHT	LV OIL AND GAS CORPORATION	7/19/2007	D207335756

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The following leases are included in the Contract Area insofar and only insofar as each oil and gas lease covers land within the Unit described on Exhibit A-1.

CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573738-000	BRENDA A KOHOUT	LV OIL AND GAS CORPORATION	9/5/2007	D207349493
TX4573739-000	BRETT E & CATHY D POHORESKE	LV OIL AND GAS CORPORATION	7/26/2007	D207285835
TX4573741-000	BRIAN S HODGES	LV OIL AND GAS CORPORATION	7/12/2007	D207285872
TX4573743-000	BRUCE N & KAREN S NELSON	LV OIL AND GAS CORPORATION	8/18/2007	D207326381
TX4573744-000	BURLIE R PEDIGO	LV OIL AND GAS CORPORATION	7/2/2007	D207291095
TX4573749-000	CARLOS RIOS	LV OIL AND GAS CORPORATION	7/5/2007	D207285857
TX4573751-000	CARROLL JAMES	LV OIL AND GAS CORPORATION	9/22/2007	D207349506
TX4573752-000	CATHERINE E FOSTER	LV OIL AND GAS CORPORATION	7/5/2007	D207291120
TX4573753-000	CHARLES & PATSY J HOLT	LV OIL AND GAS CORPORATION	7/21/2007	D207285840
TX4573754-000	CHARLES R & SANDRA RUTHERFORD	LV OIL AND GAS CORPORATION	8/14/2007	D207294223
TX4573755-000	CHARLES S & DEBBIE H BRILES	LV OIL AND GAS CORPORATION	7/6/2007	D207281792
TX4573757-000	CHARLES W BAUER	LV OIL AND GAS CORPORATION	8/17/2007	D207326380
TX4573757-000	CHARLES W BAUER	LV OIL AND GAS CORPORATION	8/17/2007	D207326380
TX4573757-000	CHARLES W BAUER	LV OIL AND GAS CORPORATION	8/17/2007	D207326380
TX4573758-000	CHARLES W, JR & NANCY J MELTON	LV OIL AND GAS CORPORATION	7/10/2007	D207278312
TX4573759-000	CHARLES WILLIAM NICHOLS	LV OIL AND GAS CORPORATION	9/10/2007	D207349617
TX4573760-000	CHARLIE & MICHELLE BATTEN	LV OIL AND GAS CORPORATION	9/15/2007	D207349033
TX4573761-000	CHARLIE L & MADREY WALL	LV OIL AND GAS CORPORATION	6/25/2007	D207276929
TX4573762-000	CHERI K COGGIN	LV OIL AND GAS CORPORATION	7/10/2007	D207291080
TX4573763-000	CHRIS DAVID & KERI CANNON	LV OIL AND GAS CORPORATION	8/4/2007	D207291079
TX4573764-000	CHRIS & GENEIVA HOLT	LV OIL AND GAS CORPORATION	7/14/2007	D207293747

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

The following leases are included in the Contract Area insofar and only insofar as each oil and gas lease covers land within the Unit described on Exhibit A-1.

CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573766-000	CHRISTOPHER E & DEANNA ELLIOT	LV OIL AND GAS CORPORATION	7/21/2007	D207285874
TX4573767-000	CHRISTOPHER GASCA	LV OIL AND GAS CORPORATION	9/12/2007	D207349322
TX4573771-000	CLAUDE & BRIDGETT SCALLY	LV OIL AND GAS CORPORATION	6/27/2007	D207278299
TX4573772-000	CLAUDINE JONES	LV OIL AND GAS CORPORATION	7/2/2007	D207293728
TX4573776-000	CLIFFORD & CHARLOTTE HENDERSON	LV OIL AND GAS CORPORATION	7/10/2007	D207278574
TX4573777-000	CLIFTON B HICKS & APRIL N BALL	LV OIL AND GAS CORPORATION	7/7/2007	D207276980
TX4573778-000	CLOVIS RAY & PEGGY E MORGAN	LV OIL AND GAS CORPORATION	8/10/2007	D207294216
TX4573779-000	CODY WILDMAN	LV OIL AND GAS CORPORATION	6/25/2007	D207276973
TX4573780-000	CONNIE E MCRAE	LV OIL AND GAS CORPORATION	6/26/2007	D207276923
TX4573786-000	D R & BYRDI J SATTERWHITE	LV OIL AND GAS CORPORATION	6/26/2007	D207276927
TX4573789-000	DANIEL J & DELORES R EDWARDS	LV OIL AND GAS CORPORATION	9/20/2007	D207349342
TX4573790-000	DANIEL J & DIANA P RECORD	LV OIL AND GAS CORPORATION	7/30/2007	D207280958
TX4573792-000	DARRIEL LOUIS HOPSON, JR	LV OIL AND GAS CORPORATION	7/30/2007	D207280963
TX4573793-000	DARRYL DREBING	LV OIL AND GAS CORPORATION	7/5/2007	D207280981
TX4573795-000	DAVID BARNETT	LV OIL AND GAS CORPORATION	9/12/2007	D207349038
TX4573796-000	DAVID L & H CAROL ROGERS	LV OIL AND GAS CORPORATION	7/26/2007	D207280953
TX4573802-000	DENISE L HUETT	LV OIL AND GAS CORPORATION	7/11/2007	D207291100
TX4573804-000	DENNIS E & RHONDA C COURTNEY	LV OIL AND GAS CORPORATION	9/11/2007	D207349046
TX4573806-000	DERRICK J. KANYUH & KELLY J. LEWIS	LV OIL AND GAS CORPORATION	7/3/2007	D207276979
TX4573807-000	DERYL & ANGELA WARREN	LV OIL AND GAS CORPORATION	7/5/2007	D207278308
TX4573808-000	DIANA ELAINE LYON	LV OIL AND GAS CORPORATION	7/17/2007	D207293726
TX4573809-000	DIANE A RICHEY	LV OIL AND GAS CORPORATION	7/26/2007	D207293733

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573810-000	DON E & PATRICIA L USELTON	LV OIL AND GAS CORPORATION	6/28/2007	D207276981
TX4573815-000	DONALD R & PATRICIA J REISTER	LV OIL AND GAS CORPORATION	8/10/2007	D207293809
TX4573822-000	DOROTHY G DORAN	LV OIL AND GAS CORPORATION	7/25/2007	D207285868
TX4573827-000	DURWARD WEBB	LV OIL AND GAS CORPORATION	8/16/2007	D207325409
TX4573830-000	EDDIE & BRENDA WARREN	LV OIL AND GAS CORPORATION	9/11/2007	D207349657
TX4573831-000	EDWARD C & LORI W ROAN	LV OIL AND GAS CORPORATION	7/17/2007	D207280955
TX4573832-000	EDWARD C SCOTT	LV OIL AND GAS CORPORATION	6/27/2007	D207276968
TX4573833-000	EDWARD F PETTY	LV OIL AND GAS CORPORATION	7/14/2007	D207293723
TX4573834-000	EDWARD L ADAMI	LV OIL AND GAS CORPORATION	6/26/2007	D207278300
TX4573835-000	ELDON & CHERYL SELF	LV OIL AND GAS CORPORATION	8/13/2007	D207294220
TX4573839-000	ELIZABETH VEST	LV OIL AND GAS CORPORATION	7/17/2007	D207293754
TX4573840-000	ERIN CROCKER	LV OIL AND GAS CORPORATION	7/2/2007	D207276578
TX4573842-000	ERVIN E & SANDRA K LYBARGER	LV OIL AND GAS CORPORATION	8/28/2007	D207335759
TX4573843-000	ESAU L JR. & STEPHANIE LOPEZ	LV OIL AND GAS CORPORATION	8/25/2007	D207337692
TX4573844-000	ESMERYILDO & BEATRIZ B GARCIA	LV OIL AND GAS CORPORATION	7/12/2007	D207280967
TX4573846-000	EUAL R & KITY E PIPES	LV OIL AND GAS CORPORATION	8/13/2007	D207294284
TX4573848-000	FAY PAUL & MARY JANE SIMPSON	LV OIL AND GAS CORPORATION	8/4/2007	D207294334
TX4573849-000	FAYE KIMMEY	LV OIL AND GAS CORPORATION	9/11/2007	D207349494
TX4573850-000	FERNANDO C REYES	LV OIL AND GAS CORPORATION	9/14/2007	D207349618
TX4573851-000	FRANCIS E COLE	LV OIL AND GAS CORPORATION	8/25/2007	D207337696
TX4573852-000	FRANCIS H & RENATE P PETTY	LV OIL AND GAS CORPORATION	7/14/2007	D207293724
TX4573853-000	FRANK A, JR & LINDA G GUZMAN	LV OIL AND GAS CORPORATION	7/16/2007	D207291109

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573854-000	FRANK MARRERO	LV OIL AND GAS CORPORATION	7/6/2007	D207280980
TX4573858-000	FRIEDA E PRICE	LV OIL AND GAS CORPORATION	9/6/2007	D207349026
TX4573859-000	FRIZ, LLC	LV OIL AND GAS CORPORATION	8/2/2007	D207293699
TX4573860-000	GARRETT W & SALLY A STAPLETON	LV OIL AND GAS CORPORATION	8/23/2007	D207337695
TX4573861-000	GARY L & LINDA S SULLIVAN	LV OIL AND GAS CORPORATION	6/25/2007	D207280984
TX4573862-000	GARY S HOLMES	LV OIL AND GAS CORPORATION	7/26/2007	D207291101
TX4573863-000	GARY W & SHARON KAY JENNINGS	LV OIL AND GAS CORPORATION	8/29/2007	D207337599
TX4573865-000	GENE DAVID WHEELBARGER	LV OIL AND GAS CORPORATION	7/19/2007	D207285854
TX4573867-000	GENE & LEONA K CANNEDY	LV OIL AND GAS CORPORATION	7/9/2007	D207291087
TX4573868-000	GENE R SMITH & TRACY R KITHAS	LV OIL AND GAS CORPORATION	9/10/2007	D207349626
TX4573869-000	GEORGE JR & ROSA LEE CALLOWAY	LV OIL AND GAS CORPORATION	8/16/2007	D207326399
TX4573870-000	GEORGE, JR & MARY JANE STUART	LV OIL AND GAS CORPORATION	9/12/2007	D207362377
TX4573871-000	GEORGE WAYNE ROSS	LV OIL AND GAS CORPORATION	8/11/2007	D207326398
TX4573872-000	GERALD A & MELISSA J HAMPTON	LV OIL AND GAS CORPORATION	9/10/2007	D207349501
TX4573876-000	GINGER ROBERTS DAVISSON	LV OIL AND GAS CORPORATION	7/24/2007	D207293736
TX4573878-000	GLENN STANLEY STARKS	LV OIL AND GAS CORPORATION	6/27/2007	D207276926
TX4573880-000	GLORIA V PRICE	LV OIL AND GAS CORPORATION	7/2/2007	D207276975
TX4573883-000	GREGORY L & JAN L HODGE	LV OIL AND GAS CORPORATION	7/26/2007	D207280957
TX4573884-000	GREGORY W & KELLY G WAGNER	LV OIL AND GAS CORPORATION	8/10/2007	D207293807
TX4573885-000	GUADALUPE F & MARY A GARCIA	LV OIL AND GAS CORPORATION	6/25/2007	D207276949
TX4573886-000	GUALBERTO DELAGARZA	LV OIL AND GAS CORPORATION	9/12/2007	D207349338
TX4573888-000	HARREL L WEAVER	LV OIL AND GAS CORPORATION	7/10/2007	D207293719

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573890-000	HOLLY JERILYN GONZALEZ	LV OIL AND GAS CORPORATION	9/20/2007	D207349499
TX4573892-000	HOWARD L & VICKIE L SHULTS	LV OIL AND GAS CORPORATION	9/10/2007	D207349647
TX4573893-000	HOWARD P & CONNIE RICHARDSON	LV OIL AND GAS CORPORATION	7/7/2007	D207278298
TX4573894-000	IRMA V REA	LV OIL AND GAS CORPORATION	6/5/2007	D207294302
TX4573895-000	IRVIN E & FAYE E STEPHENS	LV OIL AND GAS CORPORATION	8/28/2007	D207334514
TX4573898-000	JACK Z DIDRIKSEN REV LIVING TR	LV OIL AND GAS CORPORATION	7/27/2007	D207285846
TX4573899-000	JACKIE L, JR & YVONNE V BAYLOR	LV OIL AND GAS CORPORATION	8/12/2007	D207326397
TX4573901-000	JAMES A & CRYSTAL A CAMPBELL	LV OIL AND GAS CORPORATION	8/22/2007	D207337698
TX4573902-000	JAMES & VICKI DIANE BLACKMON	LV OIL AND GAS CORPORATION	7/18/2007	D207285849
TX4573905-000	JAMES EDWARD MEIER	LV OIL AND GAS CORPORATION	7/21/2007	D207285863
TX4573906-000	JAMES H, JR & JANICE R WEBSTER	LV OIL AND GAS CORPORATION	7/7/2007	D207278311
TX4573907-000	JAMES L & LOIS A LUKER	LV OIL AND GAS CORPORATION	7/16/2007	D207293748
TX4573908-000	JAMES LEE & JOAN GOODWIN	LV OIL AND GAS CORPORATION	7/5/2007	D207285873
TX4573909-000	JAMES M & LYND A GREEN	LV OIL AND GAS CORPORATION	8/8/2007	D207294270
TX4573910-000	JAMES P & SANDRA F MARTIN	LV OIL AND GAS CORPORATION	6/27/2007	D207276967
TX4573915-000	JAMES W & FRANKIE L SISK	LV OIL AND GAS CORPORATION	6/27/2007	D207276970
TX4573918-000	JARED BLAKE DILL	LV OIL AND GAS CORPORATION	7/13/2007	D207293822
TX4573920-000	JASON CHRISTOPHER ROWEN	LV OIL AND GAS CORPORATION	7/24/2007	D207293722
TX4573922-000	JASON T ATKIN	LV OIL AND GAS CORPORATION	6/29/2007	D207280986
TX4573923-000	JEAN BATES	LV OIL AND GAS CORPORATION	7/11/2007	D207293803
TX4573924-000	JEANNIE LYNN & JAMES R DYE	LV OIL AND GAS CORPORATION	7/14/2007	D207291077
TX4573925-000	JEFFREY L & DANN L HUFFMAN	LV OIL AND GAS CORPORATION	7/2/2007	D207278295

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TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573926-000	JEFFREY SCOTT SLACK	LV OIL AND GAS CORPORATION	7/16/2007	D207293704
TX4573927-000	JEREMY FOWLER	LV OIL AND GAS CORPORATION	8/29/2007	D207349320
TX4573928-000	JERRY & PATRICE BULLARD	LV OIL AND GAS CORPORATION	7/30/2007	D207291123
TX4573929-000	JERRY & PHYLLIS GASTON	LV OIL AND GAS CORPORATION	7/26/2007	D207285842
TX4573930-000	JERRY W & CAROL J PENNINGTON	LV OIL AND GAS CORPORATION	8/13/2007	D207294283
TX4573933-000	JESSE LOWENS	LV OIL AND GAS CORPORATION	8/22/2007	D207335760
TX4573934-000	JESSIE LOPEZ	LV OIL AND GAS CORPORATION	7/25/2007	D207285864
TX4573935-000	JESUS CRUZ	LV OIL AND GAS CORPORATION	6/25/2007	D207293751
TX4573938-000	JILL CAMPBELL	LV OIL AND GAS CORPORATION	7/10/2007	D207294231
TX4573939-000	JIMMY DON & LINDA MANN FREEMAN	LV OIL AND GAS CORPORATION	8/15/2007	D207294219
TX4573940-000	JIMMY & BARBARA FLEMING	LV OIL AND GAS CORPORATION	7/24/2007	D207291072
TX4573941-000	JIMMY W. & TERESA L. DENNY	LV OIL AND GAS CORPORATION	7/5/2007	D207278314
TX4573942-000	JOAN P EUBANKS	LV OIL AND GAS CORPORATION	8/6/2007	D207293750
TX4573945-000	JOE E & SYLVIA L DOMINEY	LV OIL AND GAS CORPORATION	7/10/2007	D207291076
TX4573951-000	JOHN D & TERESA J ASHTON	LV OIL AND GAS CORPORATION	7/30/2007	D207293805
TX4573953-000	JOHN D & VANESSA M WOODS	LV OIL AND GAS CORPORATION	7/11/2007	D207276977
TX4573954-000	JOHN MARSHALL GOODWIN	LV OIL AND GAS CORPORATION	7/17/2007	D207285843
TX4573955-000	JOHN PATRICK SHEA 2001 IRR TR	LV OIL AND GAS CORPORATION	8/22/2007	D207335763
TX4573955-000	JOHN PATRICK SHEA 2001 IRR TR	LV OIL AND GAS CORPORATION	8/22/2007	D207335763
TX4573956-000	JOHN PAXTON & ADRIENE H HAYES	LV OIL AND GAS CORPORATION	9/10/2007	D207359051
TX4573957-000	JOHN WESLEY CARSON, JR	LV OIL AND GAS CORPORATION	7/17/2007	D207293823

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TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573960-000	JONATHAN J MASHBURN	LV OIL AND GAS CORPORATION	8/1/2007	D207293830
TX4573961-000	JONATHAN SCOTT JOWELL	LV OIL AND GAS CORPORATION	6/26/2007	D207276382
TX4573962-000	JOSE DE JUSUS MASCORRO, ET AL	LV OIL AND GAS CORPORATION	6/27/2007	D207280975
TX4573963-000	JOSEPH C & TERRY L TOLSON	LV OIL AND GAS CORPORATION	8/22/2007	D207335758
TX4573964-000	JOSEPH P & HATTIE J ARDOIN	LV OIL AND GAS CORPORATION	6/26/2007	D207276965
TX4573965-000	JOSHUA MCKINNEY	LV OIL AND GAS CORPORATION	7/26/2007	D207280974
TX4573972-000	COOKE FAMILY TRUST	LV OIL AND GAS CORPORATION	7/12/2007	D207281778
TX4573973-000	JUDITH KAY DAVIS	LV OIL AND GAS CORPORATION	7/23/2007	D207349340
TX4573974-000	JUDY HENDRIX	LV OIL AND GAS CORPORATION	7/2/2007	D207293745
TX4573975-000	JUDY MORTON MCMULLEN	LV OIL AND GAS CORPORATION	9/11/2007	D207349602
TX4573976-000	JUDY VADEN	LV OIL AND GAS CORPORATION	6/28/2007	D207276928
TX4573980-000	JUSTIN B & SHANNON R HAYNES	LV OIL AND GAS CORPORATION	7/21/2007	D207285838
TX4573981-000	KATHERINE ANN SMITH	LV OIL AND GAS CORPORATION	8/29/2007	D207334510
TX4573985-000	KENDALL A & LANA BERGMANN	LV OIL AND GAS CORPORATION	7/30/2007	D207326393
TX4573986-000	KENNETH A DAVIS	LV OIL AND GAS CORPORATION	8/7/2007	D207294243
TX4573987-000	KENNETH A DAVIS II	LV OIL AND GAS CORPORATION	8/7/2007	D207294317
TX4573988-000	KENNETH & DIANE CARLETON	LV OIL AND GAS CORPORATION	7/30/2007	D207294218
TX4573989-000	KENNETH E & PAULA R GREEN	LV OIL AND GAS CORPORATION	8/16/2007	D207326392
TX4573991-000	KENNETH G. KIRBIE	LV OIL AND GAS CORPORATION	7/30/2007	D207286501
TX4573992-000	KENNETH H & HELEN I AINSWORTH	LV OIL AND GAS CORPORATION	7/2/2007	D207278301
TX4573993-000	KENNETH H & DREAMA M SMITH	LV OIL AND GAS CORPORATION	7/7/2007	D207278296
TX4573994-000	KENNETH M & PATRICIA E JACOBS	LV OIL AND GAS CORPORATION	7/17/2007	D207326391

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4573996-000	KENNETH L & LETITIA B BULLOCK	LV OIL AND GAS CORPORATION	6/28/2007	D207278310
TX4573997-000	KENNETH M JACOBS	LV OIL AND GAS CORPORATION	7/17/2007	D207280956
TX4573998-000	KENNETH M & PATRICIA E JACOBS	LV OIL AND GAS CORPORATION	7/17/2007	D207285865
TX4573999-000	KENNETH ROBERT ROEPKE	LV OIL AND GAS CORPORATION	6/26/2007	D207276924
TX4574144-000	DON R & RUTH ADAMS	CHESAPEAKE EXPLORATION, LLC	8/29/2007	D207455425
TX4574190-000	VAL & VICKI FAMILO	TIERRA RESOURCES, LLC	12/13/2007	D208016234
TX4574192-000	JOSE & MONICA GARCIA	TIERRA RESOURCES, LLC	11/15/2007	D207424828
TX4574193-000	JOSH & BETH GARNER	TIERRA RESOURCES, LLC	11/14/2007	D208016243
TX4574195-000	DON & SHARON HASKINS	TIERRA RESOURCES, LLC	11/16/2007	D207424826
TX4574197-000	MAHMOUD Z IRANI	TIERRA RESOURCES, LLC	10/16/2007	D207408953
TX4574198-000	KIMBERLY JACKSON	TIERRA RESOURCES, LLC	11/20/2007	D207424833
TX4574199-000	BRIAN ERIC & SIBYL JOHNSON	TIERRA RESOURCES, LLC	1/5/2008	D208016228
TX4574807-000	BEVERLY JONES	TIERRA RESOURCES, LLC	10/23/2007	D207408954
TX4574897-000	VALERIE M MULLINS	CHESAPEAKE EXPLORATION, LLC	6/11/2008	D208235036
TX4574949-000	KATISHA D THOMAS, ET AL	CHESAPEAKE EXPLORATION, LLC	6/4/2008	D208226434
TX4574950-000	LAURIE & VERNON MARTIN	CHESAPEAKE EXPLORATION, LLC	6/2/2008	D208310316
TX4574977-000	MARK C & STEPHANIE VAN TILBURG	CHESAPEAKE EXPLORATION, LLC	6/4/2008	D208226436
TX4574978-000	PAMELA W & WILLIAM WILLIAMSON	CHESAPEAKE EXPLORATION, LLC	6/4/2008	D208226435
TX4575002-000	KEVIN L POOL & ALISHA ALLEN	LV OIL AND GAS CORPORATION	7/5/2007	D207278313
TX4575003-000	KEVIN W & LEIGH ANNE RUSSELL	LV OIL AND GAS CORPORATION	8/29/2007	D207349820
TX4575004-000	KEVIN WAYNE PATE	LV OIL AND GAS CORPORATION	8/7/2007	D207294312
TX4575005-000	KIMBERLIE A. DARBY	LV OIL AND GAS CORPORATION	7/30/2007	D207280970

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575006-000	KORINA RAMIREZ	LV OIL AND GAS CORPORATION	9/11/2007	D207349621
TX4575007-000	KRISTOFER K & PATRICIA MILLER	LV OIL AND GAS CORPORATION	9/8/2007	D207349603
TX4575008-000	L GENE & GLORIA J CULPEPPER	LV OIL AND GAS CORPORATION	9/20/2007	D207349333
TX4575011-000	LARRY & TERRI RENEE MAY	LV OIL AND GAS CORPORATION	8/11/2007	D207294238
TX4575013-000	LAURIE A O'NEAL	LV OIL AND GAS CORPORATION	8/22/2007	D207334509
TX4575014-000	LEONARD J & CAROLYN J CHLUP	LV OIL AND GAS CORPORATION	7/9/2007	D207294310
TX4575015-000	LEONARD W, III & SUZANNE MOORE	LV OIL AND GAS CORPORATION	7/16/2007	D207294242
TX4575015-000	LEONARD W, III & SUZANNE MOORE	LV OIL AND GAS CORPORATION	7/16/2007	D207294242
TX4575016-000	LESLIE K MAYDEN	LV OIL AND GAS CORPORATION	7/13/2007	D207285862
TX4575017-000	LESLIE LAJOYE RUE	LV OIL AND GAS CORPORATION	8/4/2007	D207291116
TX4575018-000	LEVERT W & FRANCES HUBBARD	LV OIL AND GAS CORPORATION	8/16/2007	D207335757
TX4575019-000	LEWIS D & ROSEMARIE LOCKRIDGE	LV OIL AND GAS CORPORATION	6/26/2007	D207276942
TX4575021-000	LINDA BIRTCHER	LV OIL AND GAS CORPORATION	7/26/2007	D207293752
TX4575022-000	LINDA DERR	LV OIL AND GAS CORPORATION	7/6/2007	D207285875
TX4575023-000	LINDA KAY HAMPTON	LV OIL AND GAS CORPORATION	8/22/2007	D207326390
TX4575024-000	LISA M HODGE	LV OIL AND GAS CORPORATION	8/1/2007	D207293826
TX4575025-000	COOPER TRUST	LV OIL AND GAS CORPORATION	7/5/2007	D207291122
TX4575026-000	LOLA MAYE WILLIAMSON	LV OIL AND GAS CORPORATION	8/21/2007	D207334512
TX4575028-000	LUCY C RENTERIA	LV OIL AND GAS CORPORATION	7/25/2007	D207285858
TX4575029-000	LYNDA CAROL CHILDRESS	LV OIL AND GAS CORPORATION	6/27/2007	D207291121
TX4575030-000	MADELENE J DURHAM	LV OIL AND GAS CORPORATION	7/31/2007	D207293787
TX4575031-000	MAGDALENO & MARIA E ROLDAN	LV OIL AND GAS CORPORATION	7/12/2007	D207280959
TX4575033-000	MANUEL IBARRA	LV OIL AND GAS CORPORATION	9/13/2007	D207349488

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575035-000	MARGARET FOWLER	LV OIL AND GAS CORPORATION	7/6/2007	D207280962
TX4575036-000	MARGARET G BROCKWAY	LV OIL AND GAS CORPORATION	8/4/2007	D207291103
TX4575037-000	MARGARET GINDER BROCKWAY	LV OIL AND GAS CORPORATION	8/4/2007	D207291104
TX4575038-000	MARGO SUE & WALTER K MCCAIN	LV OIL AND GAS CORPORATION	7/12/2007	D207294241
TX4575039-000	MARGUERITE Z WRIGHT	LV OIL AND GAS CORPORATION	8/17/2007	D207325418
TX4575040-000	MARICELA HILL	LV OIL AND GAS CORPORATION	7/9/2007	D207293735
TX4575042-000	MARILY ROORDA	LV OIL AND GAS CORPORATION	7/28/2007	D207291084
TX4575045-000	MARPLE PAYNE SUMMERS	LV OIL AND GAS CORPORATION	9/10/2007	D207349648
TX4575048-000	MARTIN THOMAS ABEL	LV OIL AND GAS CORPORATION	7/20/2007	D207285852
TX4575049-000	MARY A HESS	LV OIL AND GAS CORPORATION	7/6/2007	D207285839
TX4575050-000	MARY A & TIMOTHY P MCFARLAND	LV OIL AND GAS CORPORATION	9/14/2007	D207349604
TX4575056-000	MELBA L MILLIGAN	LV OIL AND GAS CORPORATION	8/8/2007	D207294316
TX4575059-000	MICHAEL C & CARYN D PAYNE	LV OIL AND GAS CORPORATION	8/7/2007	D207294295
TX4575060-000	MICHAEL CARL & CARYN DAY PAYNE	LV OIL AND GAS CORPORATION	8/7/2007	D207294294
TX4575060-000	MICHAEL CARL & CARYN DAY PAYNE	LV OIL AND GAS CORPORATION	8/7/2007	D207294294
TX4575060-000	MICHAEL CARL & CARYN DAY PAYNE	LV OIL AND GAS CORPORATION	8/7/2007	D207294294
TX4575060-000	MICHAEL CARL & CARYN DAY PAYNE	LV OIL AND GAS CORPORATION	8/7/2007	D207294294
TX4575062-000	MICHAEL D JONES	LV OIL AND GAS CORPORATION	7/2/2007	D207291098
TX4575063-000	MICHAEL D & CAROLE WINTERBANK	LV OIL AND GAS CORPORATION	8/14/2007	D207294325
TX4575065-000	MICHAEL G & BARBARA MCCULLOUGH	LV OIL AND GAS CORPORATION	8/6/2007	D207293780
TX4575072-000	MORRIS R & LEISA MCDONALD	LV OIL AND GAS CORPORATION	7/3/2007	D207278571
TX4575074-000	NANCY FAYE MASSENGALE	LV OIL AND GAS CORPORATION	9/8/2007	D207349605

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TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575075-000	NANCY NEWTON	LV OIL AND GAS CORPORATION	6/25/2007	D207276930
TX4575076-000	NAOMA R DAVIS	LV OIL AND GAS CORPORATION	9/12/2007	D207349339
TX4575078-000	NEAL LANE	LV OIL AND GAS CORPORATION	7/11/2007	D207293831
TX4575081-000	NORA LYNETTE VENZOR	LV OIL AND GAS CORPORATION	7/2/2007	D207285829
TX4575083-000	OLETA E ROGERS	LV OIL AND GAS CORPORATION	8/23/2007	D207349623
TX4575084-000	OLIVIA E HOLLAND	LV OIL AND GAS CORPORATION	6/28/2007	D207280973
TX4575085-000	OPAL BILLMAN	LV OIL AND GAS CORPORATION	7/14/2007	D207293804
TX4575086-000	OSCAR, JR & ELVIRA CASAREZ	LV OIL AND GAS CORPORATION	7/21/2007	D207293698
TX4575091-000	PATRICIA G WEAVER BING	LV OIL AND GAS CORPORATION	8/16/2007	D207349042
TX4575092-000	PATRICIA RUTH LONG	LV OIL AND GAS CORPORATION	7/14/2007	D207294237
TX4575093-000	PATRICK C & MISTY HAWLEY	LV OIL AND GAS CORPORATION	8/27/2007	D207334513
TX4575094-000	PATRICK I KUBIAK	LV OIL AND GAS CORPORATION	7/17/2007	D207293727
TX4575096-000	PAUL L & PATTY F COCHRAN	LV OIL AND GAS CORPORATION	7/18/2007	D207281796
TX4575097-000	PAUL M & RUTH A EDGAR	LV OIL AND GAS CORPORATION	6/27/2007	D207276948
TX4575098-000	PAUL R & WANDA CHAPPELL	LV OIL AND GAS CORPORATION	7/12/2007	D207291112
TX4575099-000	PAULA MARIE & FELIPE TORREZ	LV OIL AND GAS CORPORATION	9/8/2007	D207349653
TX4575105-000	PHILLIP F DEBOARD, ET AL	LV OIL AND GAS CORPORATION	7/14/2007	D207291110
TX4575106-000	P L SHEPPARD & B G GIBSON	LV OIL AND GAS CORPORATION	9/1/2007	D207349649
TX4575107-000	PHILLIP LEE GILES	LV OIL AND GAS CORPORATION	9/1/2007	D207334508
TX4575109-000	PORFIRIO & MARIA E CORDOVA	LV OIL AND GAS CORPORATION	7/11/2007	D207278307
TX4575111-000	RALPH S BROWN	LV OIL AND GAS CORPORATION	7/2/2007	D207278306
TX4575113-000	RANDY W CARROLL	LV OIL AND GAS CORPORATION	7/16/2007	D207294278

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575115-000	RAYMOND E & BONNIE BARBER	LV OIL AND GAS CORPORATION	7/6/2007	D207278309
TX4575116-000	RAZA T MIAN	LV OIL AND GAS CORPORATION	8/18/2007	D207325413
TX4575117-000	REBECCA J PORCARO	LV OIL AND GAS CORPORATION	8/17/2007	D207325412
TX4575118-000	RICHARD C & PATSY ANN HANKINS	LV OIL AND GAS CORPORATION	9/15/2007	D207349503
TX4575119-000	RICHARD H & PATRICIA A HAMPTON	LV OIL AND GAS CORPORATION	7/30/2007	D207293706
TX4575121-000	RICHARD L & DONNA A SMITH	LV OIL AND GAS CORPORATION	8/8/2007	D207335761
TX4575121-000	RICHARD L & DONNA A SMITH	LV OIL AND GAS CORPORATION	8/8/2007	D207335761
TX4575123-000	RICK E & LOIS A BARTON	LV OIL AND GAS CORPORATION	7/5/2007	D207293801
TX4575124-000	RICKEY L & SHARON T HOLT	LV OIL AND GAS CORPORATION	7/16/2007	D207281777
TX4575125-000	RICKIE & GLADYS EVANS	LV OIL AND GAS CORPORATION	7/28/2007	D207280971
TX4575129-000	ROBERT D & SHIRLEY LEE BOOKER	LV OIL AND GAS CORPORATION	7/16/2007	D207276971
TX4575134-000	ROBERT LEE & JO A WEBB	LV OIL AND GAS CORPORATION	8/22/2007	D207334515
TX4575135-000	ROBERT M & PATRICIA A JESSUP	LV OIL AND GAS CORPORATION	6/25/2007	D207278572
TX4575136-000	ROBERT M MEYERS, SR, ET AL	LV OIL AND GAS CORPORATION	9/12/2007	D207349606
TX4575138-000	ROBERT PATRICK GRAY	LV OIL AND GAS CORPORATION	7/16/2007	D207335765
TX4575140-000	ROBERT S OUGH	LV OIL AND GAS CORPORATION	7/10/2007	D207285836
TX4575142-000	ROCK HOUND FAMILY TRUST	LV OIL AND GAS CORPORATION	8/8/2007	D207335762
TX4575142-000	ROCK HOUND FAMILY TRUST	LV OIL AND GAS CORPORATION	8/8/2007	D207335762
TX4575143-000	ROCKNEY A. & BRENDA S. DEAN	LV OIL AND GAS CORPORATION	7/2/2007	D207293700
TX4575145-000	RODNEY USELTON	LV OIL AND GAS CORPORATION	7/30/2007	D207294329
TX4575147-000	RONALD D LAYNE	LV OIL AND GAS CORPORATION	8/2/2007	D207291108

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575148-000	RONALD G & KERRI JOHNSON	LV OIL AND GAS CORPORATION	7/18/2007	D207291099
TX4575151-000	ROSA J MORALES STOLL	LV OIL AND GAS CORPORATION	9/22/2007	D207349650
TX4575155-000	ROY & BRIDGETT SLAUGHTER	LV OIL AND GAS CORPORATION	7/27/2007	D207280969
TX4575157-000	RUSSELL L, JR & CAROL A DAY	LV OIL AND GAS CORPORATION	7/23/2007	D207294275
TX4575158-000	RUSSELL L & EVELYN G FOWLER	LV OIL AND GAS CORPORATION	6/27/2007	D207278297
TX4575161-000	RUTH ANN RUTLAND	LV OIL AND GAS CORPORATION	7/25/2007	D207293732
TX4575163-000	S BRENT & PAULA THOMPSON	LV OIL AND GAS CORPORATION	9/10/2007	D207349654
TX4575164-000	SALLY HERRING VENATOR	LV OIL AND GAS CORPORATION	6/28/2007	D207293721
TX4575166-000	SAM & MISCHA HUMES	LV OIL AND GAS CORPORATION	7/13/2007	D207293746
TX4575167-000	SAMUEL BEASLEY HOLDEN	LV OIL AND GAS CORPORATION	6/25/2007	D207276931
TX4575168-000	SANDRA L ISAACS	LV OIL AND GAS CORPORATION	7/24/2007	D207285845
TX4575170-000	SCOTT M & SHERI R WEBBER	LV OIL AND GAS CORPORATION	7/30/2007	D207291089
TX4575172-000	SELIN PROPERTIES, LTD	LV OIL AND GAS CORPORATION	7/18/2007	D207285856
TX4575177-000	SHARON KAY BURTON	LV OIL AND GAS CORPORATION	7/16/2007	D207291088
TX4575178-000	SHARON S MARTIN	LV OIL AND GAS CORPORATION	6/25/2007	D207276943
TX4575179-000	SHARRON ATCHISON	LV OIL AND GAS CORPORATION	7/2/2007	D207293739
TX4575180-000	SHARRON ATCHISON	LV OIL AND GAS CORPORATION	7/2/2007	D207293738
TX4575182-000	SHELLY SHEA	LV OIL AND GAS CORPORATION	7/2/2007	D207285832
TX4575184-000	SHIRLEY K SHIELDS	LV OIL AND GAS CORPORATION	6/28/2007	D207280987
TX4575185-000	SIDNEY S & SHARON E BARTON	LV OIL AND GAS CORPORATION	7/2/2007	D207276966
TX4575186-000	STACEY & GREG SMITH	LV OIL AND GAS CORPORATION	8/14/2007	D207294333

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575189-000	SUSAN CLARK HORN	LV OIL AND GAS CORPORATION	7/9/2007	D207280993
TX4575191-000	SUSAN G GARAY	LV OIL AND GAS CORPORATION	9/18/2007	D207349024
TX4575192-000	SUSAN M NIX	LV OIL AND GAS CORPORATION	7/19/2007	D207291118
TX4575193-000	SYLVIA B DENNIS	LV OIL AND GAS CORPORATION	7/25/2007	D207291078
TX4575197-000	TERRY & DEBORAH MONK	LV OIL AND GAS CORPORATION	6/27/2007	D207276972
TX4575198-000	THE MOORE FAMILY 1997 LIMITED	LV OIL AND GAS CORPORATION	7/16/2007	D207285861
TX4575199-000	PETER P & ANN M POHORESKE REV	LV OIL AND GAS CORPORATION	7/14/2007	D207281776
TX4575203-000	THOMAS H BULL	LV OIL AND GAS CORPORATION	7/9/2007	D207285879
TX4575206-000	THOMAS T & SHEILA JOHANNESSEN	LV OIL AND GAS CORPORATION	9/5/2007	D207349492
TX4575209-000	THURSTON EUGENE NORTON, JR	LV OIL AND GAS CORPORATION	7/16/2007	D207291096
TX4575210-000	TIMOTHY RAY & PATSY G KURITZ	LV OIL AND GAS CORPORATION	7/21/2007	D207285853
TX4575213-000	VERNON A & BOBBIE VISTINE	LV OIL AND GAS CORPORATION	7/2/2007	D207276969
TX4575216-000	VIRGEL D & NORMA TUPIN	LV OIL AND GAS CORPORATION	9/13/2007	D207349655
TX4575217-000	VIRGINIA A GARRISON	LV OIL AND GAS CORPORATION	9/15/2007	D207349328
TX4575218-000	W L & BARBARA TURNER	LV OIL AND GAS CORPORATION	8/10/2007	D207294332
TX4575219-000	WALLACE L & LORETTA M BISSET	LV OIL AND GAS CORPORATION	7/10/2007	D207278573
TX4575220-000	WALLACE RYAN & JANE D PRESTON	LV OIL AND GAS CORPORATION	7/26/2007	D207291117
TX4575226-000	WILLIAM BEN & DIMPLE R JUNIOR	LV OIL AND GAS CORPORATION	6/27/2007	D207276984
TX4575227-000	WILLIAM BRUCE & CONNIE SUE BADDELL CLICK	LV OIL AND GAS CORPORATION	7/27/2007	D207291113
TX4575228-000	WILLIAM CAMPBELL	LV OIL AND GAS CORPORATION	7/11/2007	D207293824

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575229-000	WILLIAM C & DEBORAH A THURMAN	LV OIL AND GAS CORPORATION	7/30/2007	D207291115
TX4575234-000	WILLIAM LEE & KIMBERLY G JETER	LV OIL AND GAS CORPORATION	8/8/2007	D207294274
TX4575236-000	WILLIAM R & HELEN BROWN	LV OIL AND GAS CORPORATION	7/24/2007	D207280968
TX4575237-000	WILLIAM R HURST	LV OIL AND GAS CORPORATION	7/26/2007	D207285867
TX4575238-000	YSLETA K COOK	LV OIL AND GAS CORPORATION	7/16/2007	D207285877
TX4575240-000	JAMES REEVES KIRBY	LV OIL AND GAS CORPORATION	10/29/2007	D207407382
TX4575241-000	JUDY J SELLERS	LV OIL AND GAS CORPORATION	9/25/2007	D207410271
TX4575242-000	JEANINE CHIASSON	LV OIL AND GAS CORPORATION	10/1/2007	D207407383
TX4575243-000	SEAN SMITH	LV OIL AND GAS CORPORATION	10/11/2007	D207407384
TX4575247-000	ROBERT JIMENEZ	LV OIL AND GAS CORPORATION	9/24/2007	D207407386
TX4575248-000	THOMAS P SMITH	LV OIL AND GAS CORPORATION	10/25/2007	D207407387
TX4575249-000	OLDA MARIA HAGOOD	LV OIL AND GAS CORPORATION	10/30/2007	D207410273
TX4575250-000	MANJERI K RAJA	LV OIL AND GAS CORPORATION	10/18/2007	D207407388
TX4575252-000	MICHAEL BERTINO, JR	LV OIL AND GAS CORPORATION	10/12/2007	D207407389
TX4575255-000	MELISSA ZAHIRNIAK	LV OIL AND GAS CORPORATION	9/28/2007	D207407390
TX4575256-000	DANA B WRIGHT-SHOMO	LV OIL AND GAS CORPORATION	11/10/2007	D207410275
TX4575259-000	ROBERT D CISNEROS, JR, ET AL	LV OIL AND GAS CORPORATION	10/11/2007	D207409948
TX4575268-000	ALAN C CORTHAY	LV OIL AND GAS CORPORATION	10/9/2007	D207409954
TX4575269-000	BARBARA J MOORE	LV OIL AND GAS CORPORATION	10/18/2007	D207409955
TX4575270-000	BELINDA GRESHAM	LV OIL AND GAS CORPORATION	9/27/2007	D207409956
TX4575271-000	JANICE RUTLEDGE	LV OIL AND GAS CORPORATION	10/11/2007	D207409957

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4575272-000	KEVIN R & PAULA F LANCASTER	LV OIL AND GAS CORPORATION	10/15/2007	D207411565
TX4575273-000	MACK & GLORIA F FORSYTH	LV OIL AND GAS CORPORATION	9/13/2007	D207410388
TX4575275-000	LILLIE MAE BEARD	LV OIL AND GAS CORPORATION	11/7/2007	D207410280
TX4575581-000	BRENDA MARAGLA	TIERRA RESOURCES, LLC	11/16/2007	D207424832
TX4575999-000	JAY & LANA MARTIN	TIERRA RESOURCES, LLC	12/1/2007	D208016245
TX4576115-000	JAMES MAXWELL			D207424822
TX4577384-000	DORRIS WILLEY	TIERRA RESOURCES, LLC	11/27/2007	D207424823
TX4576116-000	MYRTIS MCGUIRE	TIERRA RESOURCES, LLC	11/26/2007	D207424838
TX4576117-000	SAM & BRENDA MOORE	TIERRA RESOURCES, LLC	11/20/2007	D207424831
TX4576386-000	JESSICA Y AMAYA	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208267452
TX4576387-000	RICHARD C & STEPHANIE ANDERSON	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208257454
TX4576388-000	STEPHEN E & MONICA L HIGDON	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208267456
TX4576389-000	JOSHUA M & SUSAN LEANN HOFFMAN	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208267453
TX4576390-000	RENEE PATE	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208267455
TX4576392-000	RAY C & KARLA SIOBHAN ANDREWS	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208276766
TX4576393-000	MILDRED S BANKS, ET AL	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208276774
TX4576394-000	JAY W & JULIE BASSETT	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277240
TX4576395-000	RICKEY D & ANITA S DESOTO	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277243
TX4576396-000	LONDON L GRAHAM	CHESAPEAKE EXPLORATION, LLC	7/7/2008	D208276768
TX4576397-000	HENRY L, III & BEVERLY L GREEN	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277235
TX4576398-000	SCOTT A & KIMBERLY D GRUENZNER	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277238

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4576399-000	LILLIE R HATCHETT	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277239
TX4576737-000	JAMES & ANGELA NICHOLSON	TIERRA RESOURCES, LLC	11/15/2007	D207424836
TX4576833-000	DARLENE WALKER	CHESAPEAKE EXPLORATION, LLC	4/1/2008	D208177753
TX4576843-000	JOEL & LANDRA PENA	CHESAPEAKE EXPLORATION, LLC	4/1/2008	D208177767
TX4577312-000	RICHARD & MICHELLE CHAPPELL	CHESAPEAKE EXPLORATION, LLC	4/4/2008	D208230540
TX4577324-000	MARY CATHERINE BANKS, ET AL	CHESAPEAKE EXPLORATION, LLC	4/8/2008	D208230511
TX4577325-000	EDWARD E, JR & KAYLA L MILLER	CHESAPEAKE EXPLORATION, LLC	4/10/2008	D208230512
TX4577345-000	KELLIE LOU MYERS	CHESAPEAKE EXPLORATION, LLC	3/18/2008	D208230345
TX4577372-000	PATRICK & LORRIE PITTS	TIERRA RESOURCES, LLC	12/13/2007	D208016236
TX4577374-000	KIRK P & MARY PRESTON	TIERRA RESOURCES, LLC	1/5/2008	D208016229
TX4577377-000	VERNON & MARYANNE RIDER	TIERRA RESOURCES, LLC	11/13/2007	D207424825
TX4577378-000	ROWLAND B & MARIANNE RUGELEY	TIERRA RESOURCES, LLC	10/18/2007	D207374659
TX4577381-000	CHRIS SPALDING	TIERRA RESOURCES, LLC	10/3/2007	D207408956
TX4577382-000	CRAIG & MOLLIE STEIWIG	TIERRA RESOURCES, LLC	11/20/2007	D207424835
TX4577383-000	THURMAN WILLIAM STONE	TIERRA RESOURCES, LLC	9/21/2007	D208016230
TX4577391-000	JASON BOESTER	TIERRA RESOURCES, LLC	6/14/2008	D208313365
TX4577392-000	WILLIAM MICHAEL BOGATIUK	TIERRA RESOURCES, LLC	5/29/2008	D208313364
TX4577393-000	MICHAEL & TANISHA BOONE	TIERRA RESOURCES, LLC	7/8/2008	D209319928
TX4577395-000	MICHAEL & SONYA CISNEROS	TIERRA RESOURCES, LLC	5/21/2008	D208313362
TX4577397-000	CLINT & MICHELLE FARRIS	TIERRA RESOURCES, LLC	4/21/2008	D208313353
TX4577479-000	DANIEL R & ARLENE K HOLLAND	CHESAPEAKE EXPLORATION, LLC	7/7/2008	D208276767

EXHIBIT "A-2"

TO THAT CERTAIN MEMORANDUM OF JOINT OPERATING AGREEMENT DATED JULY 15, 2010, BY AND BETWEEN CHESAPEAKE EXPLORATION, L.L.C., AS OPERATOR, AND TOTAL E&P USA, INC., AS NON-OPERATOR

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4577480-000	HERBERT LLOYD JOHNSON	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208276771
TX4577481-000	MAEDELLE B LASATER	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277236
TX4577482-000	IVAN & DEENA MARQUEZ	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277237
TX4577483-000	GEORGE R & WILMA JEAN MATTERN	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277242
TX4577484-000	JOHN PAUL & BRIJIDA BEA MESTAS	CHESAPEAKE EXPLORATION, LLC	7/10/2008	D208276772
TX4577485-000	JENNIFER B & DEREK J MOFFATT	CHESAPEAKE EXPLORATION, LLC	7/9/2008	D208277244
TX4577486-000	ROBERT L & SHIRLEY E RAMSEY	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208276770
TX4577487-000	JOHNNY W & ANNA M SHOTWELL	CHESAPEAKE EXPLORATION, LLC	7/7/2008	D208276769
TX4577488-000	GARY R SPEARS	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208277241
TX4577507-000	RICKEY MARIE DYSON	CHESAPEAKE EXPLORATION, LLC	6/10/2008	D208226437
TX4577670-000	ERAYNA Y CLAKELY	CHESAPEAKE EXPLORATION, LLC	7/25/2008	D208294853
TX4577715-000	JACK D & TRACY L ALLRED	CHESAPEAKE EXPLORATION, LLC	7/28/2008	D208304910
TX4577716-000	WILLIAM CODY WHEELER	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208304909
TX4577739-000	CHRISTOPHER L STOKES	CHESAPEAKE EXPLORATION, LLC	8/4/2008	D208310937
TX4577740-000	SARA NICOLE MIKESKA	CHESAPEAKE EXPLORATION, LLC	8/4/2008	D208310936
TX4578033-000	WILLIAM & ESTELINE RICE	TIERRA RESOURCES, LLC	8/1/2007	D207314288
TX4578102-000	MARY E ACKER	TIERRA RESOURCES, LLC	9/10/2007	D207364109
TX4578103-000	SHANE & ASHLEY ANSEL	TIERRA RESOURCES, LLC	8/19/2007	D207314352
TX4578104-000	BRIAN & CARRIE BARTHOLOMEW	TIERRA RESOURCES, LLC	8/10/2007	D207314353
TX4578105-000	BRAD BOULTINGHOUSE	TIERRA RESOURCES, LLC	8/31/2007	D207314356
TX4578106-000	GORDON G & L RUTH BOX	TIERRA RESOURCES, LLC	8/20/2007	D207314347

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4578107-000	SAMUEL & AMY BROWN	TIERRA RESOURCES, LLC	8/11/2007	D208016238
TX4578108-000	NELLIE D CAULEY	TIERRA RESOURCES, LLC	8/9/2007	D207314333
TX4578109-000	HARRY D & MYRALIN COLLINS	TIERRA RESOURCES, LLC	8/7/2007	D207364108
TX4578110-000	TREY DAVIS	TIERRA RESOURCES, LLC	8/6/2007	D207314342
TX4578111-000	EVANGELINA DIAZ	TIERRA RESOURCES, LLC	8/29/2007	D207314349
TX4578112-000	JAMES R & TERESA DUNN	TIERRA RESOURCES, LLC	8/17/2007	D207364093
TX4578113-000	DUSTIN K & BRITTA DWINDELL	TIERRA RESOURCES, LLC	8/6/2007	D207364106
TX4578114-000	BONNIE L GARY	TIERRA RESOURCES, LLC	8/1/2007	D207314335
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578115-000	GEMINI HOMES	TIERRA RESOURCES, LLC	9/17/2007	D207364107
TX4578116-000	JON M GRAVES	TIERRA RESOURCES, LLC	8/9/2007	D207314330
TX4578117-000	JOE GRIMES	TIERRA RESOURCES, LLC	8/13/2007	D207314343
TX4578118-000	LESLIE J & WANDA HARRINGTON	TIERRA RESOURCES, LLC	8/7/2007	D207314336
TX4578119-000	STEVEN & LESLIE HOLT	TIERRA RESOURCES, LLC	8/13/2007	D207314344
TX4578120-000	ABDUL S JAWSHAN	TIERRA RESOURCES, LLC	11/5/2007	D207408950

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4578121-000	WILLARD J JOHNSON	TIERRA RESOURCES, LLC	8/1/2007	D207314350
TX4578122-000	KEVIN & BEATRICE JOLLY	TIERRA RESOURCES, LLC	10/11/2007	D207374662
TX4578123-000	PHILLIP & JENNY JONES	TIERRA RESOURCES, LLC	10/3/2007	D207364105
TX4578124-000	FRED & FRESIA KECK	TIERRA RESOURCES, LLC	7/31/2007	D207314338
TX4578125-000	ZAUNDRA E MOORE	TIERRA RESOURCES, LLC	8/22/2007	D207314354
TX4578126-000	JEANETTE MYERS	TIERRA RESOURCES, LLC	8/9/2007	D207314341
TX4578127-000	BRITTON LOYD PAVLIC	TIERRA RESOURCES, LLC	8/31/2007	D207314357
TX4578128-000	JASON & ANGELA PEDIGO	TIERRA RESOURCES, LLC	8/3/2007	D207364104
TX4578129-000	SHEILA PORTER	TIERRA RESOURCES, LLC	7/31/2007	D207314346
TX4578130-000	MALINDA C PRESTON	TIERRA RESOURCES, LLC	9/21/2007	D207364103
TX4578132-000	RODNEY L & ALICIA REYNA	TIERRA RESOURCES, LLC	8/3/2007	D207314340
TX4578133-000	RYANN ROBBINS	TIERRA RESOURCES, LLC	8/22/2007	D207314348
TX4578134-000	AMANDA RUTLAND	TIERRA RESOURCES, LLC	8/30/2007	D207314286
TX4578135-000	THERON & MELISSA SIMS	TIERRA RESOURCES, LLC	8/21/2007	D207364102
TX4578136-000	JEFFREY & LISA STAGNER	TIERRA RESOURCES, LLC	8/4/2007	D207364101
TX4578137-000	JEFF & AMY TINDEL	TIERRA RESOURCES, LLC	8/7/2007	D207364100
TX4578138-000	MICHAEL & KRYSTLE URBANEK	TIERRA RESOURCES, LLC	8/14/2007	D207314345
TX4578139-000	JAMES D USRY	TIERRA RESOURCES, LLC	8/10/2007	D207314339
TX4578140-000	ROBERT E & DEBORAH WALKER	TIERRA RESOURCES, LLC	8/24/2007	D207314355
TX4578141-000	SONIA WALTON	TIERRA RESOURCES, LLC	8/7/2007	D207314331
TX4578142-000	ROGER G & PATRICIA WELDON	TIERRA RESOURCES, LLC	8/3/2007	D207314334

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4578143-000	ELVIS D WELLS, JR	TIERRA RESOURCES, LLC	8/13/2007	D207314329
TX4578144-000	ROBERT M & KELLEE WHITE	TIERRA RESOURCES, LLC	8/3/2007	D207314351
TX4578145-000	LARRY W & MEREDITH WRIGHT	TIERRA RESOURCES, LLC	7/31/2007	D207314337
TX4578146-000	ROBERT, JR & KELLY YERIGAN	TIERRA RESOURCES, LLC	8/29/2007	D207364099
TX4578148-000	WILLIAM CARL COPLIN	TIERRA RESOURCES, LLC	8/15/2007	D207314310
TX4578150-000	GEORGE S & JANA L FREEDMAN	TIERRA RESOURCES, LLC	8/8/2007	D207314313
TX4578151-000	PETER & DEBBIE GASPAREK	TIERRA RESOURCES, LLC	8/20/2007	D207314320
TX4578152-000	GARY E & MARY GRAVES	TIERRA RESOURCES, LLC	8/3/2007	D207314319
TX4578154-000	BOBBY J JUNIOR	TIERRA RESOURCES, LLC	7/7/2007	D207314324
TX4578155-000	GLENDON DANIELS, ET AL	TIERRA RESOURCES, LLC	8/1/2007	D207314322
TX4578157-000	SHIRLEY K MILLS	TIERRA RESOURCES, LLC	8/1/2007	D207314315
TX4578159-000	RHONDA JEAN OGLE	TIERRA RESOURCES, LLC	8/6/2007	D207314314
TX4578160-000	GRACE PETERS	TIERRA RESOURCES, LLC	9/7/2007	D207364098
TX4578161-000	SHANNA PRUITT	TIERRA RESOURCES, LLC	8/13/2007	D207314311
TX4578162-000	ELAINE M SPRINGER	TIERRA RESOURCES, LLC	7/31/2007	D207314316
TX4578163-000	MAGGIE M THOMPSON	TIERRA RESOURCES, LLC	7/31/2007	D207314312
TX4578496-000	REBECCA LYNCH	TIERRA RESOURCES, LLC	4/14/2008	D208313348
TX4578498-000	TERRI LYNN MCBRIDE	CHESAPEAKE EXPLORATION, LLC	8/15/2008	D208328374
TX4578507-000	MICHAEL & JENNIFER DAVIS	CHESAPEAKE EXPLORATION, LLC	7/9/2008	D208285732
TX4578508-000	CLINTON J WELLIVER	CHESAPEAKE EXPLORATION, LLC	7/14/2008	D208285735
TX4578512-000	DANNY W & ANNICE H ANFIN	CHESAPEAKE EXPLORATION, LLC	7/18/2008	D208285731

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CHK Number	LESSOR	Lessee	Lease Date	Document
TX4578513-000	KEVIN WELCH	CHESAPEAKE EXPLORATION, LLC	7/11/2008	D208285738
TX4578514-000	APRIL GRAY BELTRAN	CHESAPEAKE EXPLORATION, LLC	7/17/2008	D208285733
TX4578515-000	BRIAN D & MARGARET N PETERS	CHESAPEAKE EXPLORATION, LLC	7/8/2008	D208285737
TX4578531-000	CRAIG E PEOPLES	CHESAPEAKE EXPLORATION, LLC	6/9/2008	D208226433
TX4578706-000	RUSSELL MATNEY	TIERRA RESOURCES, LLC	5/2/2008	D208313359
TX4578712-000	SHAWN M SANCHES	TIERRA RESOURCES, LLC	5/28/2008	D208313363
TX4578722-000	JAMES & LORRAINE WILLIAMS	TIERRA RESOURCES, LLC	4/25/2008	D208313355
TX4579655-000	CITY OF CROWLEY	CHESAPEAKE EXPLORATION, LP	6/7/2007	D208447148
TX4579655-000	CITY OF CROWLEY	CHESAPEAKE EXPLORATION, LP	6/7/2007	D208447148
TX4579655-000	CITY OF CROWLEY	CHESAPEAKE EXPLORATION, LP	6/7/2007	D208447148
TX4579655-000	CITY OF CROWLEY	CHESAPEAKE EXPLORATION, LP	6/7/2007	D208447148
TX4579655-000	CITY OF CROWLEY	CHESAPEAKE EXPLORATION, LP	6/7/2007	D208447148
TX4579715-000	LAWANDA THOMAS	CHESAPEAKE EXPLORATION, LLC	9/2/2008	D208343341
TX4579737-000	TAMARIA MOSS	CHESAPEAKE EXPLORATION, LLC	9/3/2008	D208348115
TX7152195-000	J E & GLENDA BULLARD	KERR ENERGY, LLC	4/5/2007	D207209963

Record & Return To:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154

END OF EXHIBIT "A-2"